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TN REGULATORY AUTHORITY
DOCKET ROOM

December 18, 2002

VIA HAND DELIVERY

Hon Sara Kyle
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Brooks Fiber Communications of Tennessee, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*

Docket No. 00-00309

02-01313

Dear Chairman Kyle:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Brooks Fiber Communications of Tennessee, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated June 17, 2002. The Amendment incorporates the decision by the United States Supreme Court in Verizon vs. FCC, 122 S.Ct. 1646 relating to Atypical Combinations.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc: Vice President, Eastern Telco Line Cost, MCI WorldCom, Inc.
Vice President & Chief Network Counsel, WorldCom, Inc.
Carrier Agreements, MCI WorldCom, Inc.
Commercial Counsel, MCI WorldCom, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Brooks Fiber Communications of Tennessee, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. ~~00-00309~~
02-01313

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND BROOKS FIBER COMMUNICATIONS OF TENNESSEE, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Brooks Fiber Communications of Tennessee, Inc. ("Brooks Fiber") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated June 17, 2002 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Brooks Fiber and BellSouth state the following:

1. Brooks Fiber and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Brooks Fiber. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on August 19, 2002.
2. The parties have recently negotiated an Amendment to the Agreement which incorporates the decision by the United States Supreme Court in *Verizon vs. FCC*, 122 S.Ct. 1646 with regard to Atypical Combinations. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Brooks Fiber and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Brooks Fiber within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Brooks Fiber and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Brooks Fiber and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 19th day of Dec., 2002.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

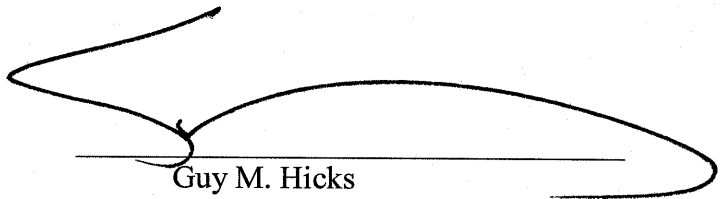
I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 19 day of Dec., 2002:

MCI WorldCom, Inc.
Attn: Vice President, Eastern Telco Line Cost
2520 Northwinds Parkway, 5th Floor
Alpharetta, GA 30004

Vice President & Chief Network Counsel
WorldCom, Inc.
22001 Loudoun County Parkway, Bldg. E1-1-610
Ashburn, VA 20147

Carrier Agreements
MCI WorldCom, Inc.
2520 Northwinds Parkway, 5th Floor
Alpharetta, GA 30004

Commercial Counsel
MCI WorldCom Inc.
2520 Northwinds Parkway, 5th Floor
Alpharetta, GA 30004



Guy M. Hicks

**AMENDMENT
TO
BROOKS FIBER COMMUNICATIONS OF TENNESSEE/BELLSOUTH
INTERCONNECTION AGREEMENT
DATED
JUNE 17, 2002**

Pursuant to this Amendment to the Brooks Fiber Communications of Tennessee/BellSouth Interconnection Agreement (the "Amendment"), for the state of Tennessee, Brooks Fiber Communications of Tennessee, Inc. ("MCI") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend the MCI/BellSouth Interconnection Agreement dated June 17, 2002 ("Interconnection Agreement").

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, MCI and BellSouth hereby covenant and agree as follows:

1. Attachment 3, subsection 2.4.6 is created to read:

2.4.6 Notwithstanding any other provision of this Agreement, MCI may request that BellSouth provide Atypical Combinations of unbundled Network Elements. Atypical Combinations are combinations of such network elements that are neither Existing Combinations nor Typical Combinations as these terms are defined above, in this Section. In compliance with FCC Rule 51.315(d), requests for Atypical Combinations of unbundled Network Elements are available through the Bona Fide Request process as set forth in Exhibit 1, Part A of the General Terms and Conditions of this Agreement. Rates for Atypical Combinations of unbundled Network Elements shall be negotiated pursuant to Section 1.4 of Attachment 1 and the Bona Fide Request process.

2. Attachment 3, subsection 2.11 is hereby deleted in its entirety, and replaced with the following:

2.11 BellSouth shall offer each Network Element individually and, at MCI's request, shall offer Existing Combinations, Typical Combinations, and, pursuant to subsection 2.4.6, Atypical Combinations. MCI may order Network Elements individually and combine them itself into other combinations. BellSouth shall not require MCI to combine Network Elements. BellSouth shall not require MCI to own or control any local exchange facilities as a condition of offering to MCI any Network Element or combination.

3. All of the other provisions of the Agreement, dated June 17, 2002, shall remain in full force and effect.

4. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.
5. This Amendment is intended to incorporate the decision of the United States Supreme Court in *Verizon vs. FCC*, 122 S.Ct. 1646, (May 13, 2002), and any action resulting from the court's remand to the 8th Circuit Court of Appeals, regarding the effect of such decision and action on MCI's purchase of new combinations of loop and transport. By executing this Amendment MCI is not waiving its right to seek additional amendments to the Interconnection Agreement, incorporating said decision.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc.

BY: Pat P. Fink

NAME: Patricia L. Fink

TITLE: Asst. Director

DATE: 9/27/02

Brooks Fiber Communications of Mississippi, Inc.

BY: C.A. Benson

NAME: for Marcel Henry

TITLE: Vice-President

DATE: 25 CB
9/24/02